MORITT HOCK & HAMROFF LLP

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Special Conflicts Counsel to the Official Committee of Unsecured Creditors of Sears Holdings Corporation, et al.

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

	X	
In re:	:	Chapter 11
SEARS HOLDINGS CORPORATION, et al.,	:	Case No. 18-23538 (RDD)
Debtors. 1	: :	(Jointly Administered)
	x	

EIGHTH MONTHLY FEE STATEMENT OF MORITT HOCK & HAMROFF LLP FOR PROFESSIONAL SERVICES RENDERED AND DISBURSEMENTS INCURRED AS SPECIAL CONFLICTS COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD OF OCTOBER 1, 2020 THROUGH OCTOBER 31, 2020

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

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Name of Applicant: Moritt Hock & Hamroff LLP

Authorized to Provide Professional

Services To:

The Official Committee of Unsecured

Creditors of Sears Heldings Commercian

Creditors of Sears Holdings Corporation

Date of Retention: April 30, 2020 nunc pro tunc to

January 2, 2020

Period for Which Compensation and

Reimbursement Is Sought: October 1, 2020 through

October 31, 2020

Monthly Fees Incurred: \$39,904.50

20% Holdback: \$ 7,980.90

Total Compensation Less 20% Holdback: \$31,923.60

Monthly Expenses Incurred: \$ 117.81

Total Fees and Expenses Requested: \$32,041.41

This is a \underline{X} monthly interim final application

Moritt Hock & Hamroff LLP ("Moritt Hock"), special conflicts counsel for the Official Committee of Unsecured Creditors (the "Creditors' Committee") of Sears Holdings Corporation and its affiliated debtors and debtors in possession (collectively, the "Debtors"), hereby submits this statement of fees and disbursements (the "Eighth Monthly Fee Statement") covering the period October 1, 2020 through October 31, 2020 (the "Compensation Period"), in accordance with the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses and Retained Professionals (the "Interim Compensation Order") [Docket No. 769]. By the Eighth Monthly Fee Statement, Moritt Hock requests (a) interim allowance and payment of compensation in the amount of \$31,923.60 (80% of \$39,904.50 for fees on account of reasonable and necessary professional services rendered to the Creditors' Committee by Moritt Hock and

(b) reimbursement of actual and necessary costs and expenses in the amount of \$117.81 incurred by Moritt Hock during the Compensation Period.

FEES FOR SERVICES RENDERED DURING THE COMPENSATION PERIOD

Exhibit A sets forth a timekeeper summary that includes the respective names, positions, department, bar admissions, hourly billing rates and aggregate hours spent by each Moritt Hock professional and paraprofessional that provided services to the Creditors' Committee during the Compensation Period. The rates charged by Moritt Hock for services rendered to the Creditors' Committee are the same rates that Moritt Hock charges generally for professional services rendered to its non-bankruptcy clients.

Exhibit B sets forth a task code summary that includes the aggregate hours per task code spent by Moritt Hock professionals and paraprofessionals in rendering services to the Creditors' Committee during the Compensation Period.

Exhibit C sets forth a complete itemization of tasks performed by Moritt Hock professionals and paraprofessionals that provided services to the Creditors' Committee during the Compensation Period.

EXPENSES INCURRED DURING THE COMPENSATION PERIOD

Exhibit D sets forth a disbursement summary that includes the aggregate expenses, organized by general disbursement categories, incurred by Moritt Hock in connection with services rendered to the Creditor's Committee during the Compensation Period.

Exhibit E sets forth a complete itemization of disbursements incurred by Moritt Hock in connection with the services rendered to the Creditors' Committee during the Compensation Period.

NOTICE AND OBJECTION PROCEDURES

Notice of this Eighth Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Moshin Y. Meghji (email: mmeghji@miiipartners.com); (ii) counsel to Debtors, Weil, Gotshal & Manges LLP, 767 Eighth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: jacqueline.marcus@weil.com), Garrett A. Fail (email: garrett.fail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) counsel to the Creditors' Committee, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036, Attention: Ira S. Dizengoff (email: idizengoff@akingump.com), Philip C. Dublin (email: pdublin@akingump.com), and Sara L. Brauner (sbrauner@akingump.com); (iv) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 1014, Attention: Paul Schwartzberg (email: paul.schwartzberg@usdoj.gov) and Richard Morrissey (email: richard.morrissey@usdoj.gov); (v) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com), and George R. Howard (email: george.howard@skadden.com); (vi) Paul E. Harner, fee examiner, 1675 Broadway, New York, NY 10019 (email: harnerp@ballardspahr.com); and (vii) counsel to the fee examiner, Ballard Spahr LLP, 1675 Broadway, New York, NY 10019, Attention: Vincent J. Marriott (email: marriott@ballardspahr.com) and Tobey M. Daluz (email: daluzt@ballardspahr.com) (collectively, the "Notice Parties").

Objections to this Eighth Monthly Statement Fee, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than December 1, 2020 (the

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"Objection Deadline"), setting forth the nature of the objection and the amount of fees or

expenses at issue (an "Objection").

If no objections to this Eighth Monthly Fee Statement are filed and served as set forth

above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent

(100%) of the expenses identified herein.

If an objection to this Eighth Monthly Fee Statement is received on or before the

Objection Deadline, the Debtors shall withhold payment of that portion of the Eighth Monthly

Fee Statement to which the objection is directed and promptly pay the remainder of the fees and

disbursements in the percentages set forth above. To the extent such an objection is not resolved,

it shall be preserved and scheduled for consideration at the next interim fee application hearing

to be held by the Court.

Dated: New York, New York November 16, 2020

MORITT HOCK & HAMROFF LLP

By:

/s/ James P. Chou

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Ted A. Berkowitz

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Special Conflicts Counsel to the Official Committee of Unsecured Creditors of Sears

Holdings Corporation, et al.

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EXHIBIT A

Timekeeper Summary

PARTNERS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE	HOURS	AMOUNT
Ted A. Berkowitz	Restructuring/ Bankruptcy	1984	\$675	4.80	\$ 3,240.00
James P. Chou	Litigation	1997 (NY) 1996 (NJ)	\$595	27.10	\$16,124.50
Danielle J. Marlow	Litigation	1997	\$550	18.80	\$10,340.00
Total Partner				50.70	\$29,704.50
ASSOCIATES					
Stephen T. Breidenbach	Cyber Security/ Technology	2018	\$340	1.00	\$ 340.00
Nicholas G. Calabria	Litigation	2020	\$225	1.50	\$ 337.50
Alex D. Corey	Litigation	2014	\$395	10.40	\$4,108.00
Total Associates				12.90	\$4,785.50
PARALEGALS					
Camille Hay	Litigation	N/A	\$245	0.80	\$ 196.00
Victoria Jankowski	Litigation	N/A	\$245	6.80	\$1,666.00
Sheila Marino- Thomas	Litigation	N/A	\$245	14.50	\$3,552.50
Total Paralegal				22.10	\$5,414.50
Total Hours/ Fees Requested				85.70	\$39,904.50

ALL PROFESSIONALS	BLENDED RATE (\$)	TOTAL BILLED HOURS	TOTAL COMPENSATION
Partners and Counsel	606.67	50.70	\$29,704.50
Associates	320.00	12.90	\$4,785.50
Paralegals/ Non-Legal Staff	245.00	22.10	\$5,414.50
Blended Timekeeper Rate	390.56		
Total Fees Incurred			\$39,904.50

EXHIBIT B

Task Code Summary

Task Code	Matter	Hours	Value
B110	Case Administration	3.80	\$ 1,309.00
B120	Asset Analysis and Recovery	65.00	\$30,510.00
B160	Fee/ Employment Applications	16.90	\$ 8,085.50
	Total:	85.70	\$39,904.50

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EXHIBIT C

Itemized Fees



MORITT HOCK & HAMROFF LLP INVOICE DATED NOVEMBER 2020 File # N-1944.001 Re: Sears Bankruptcy

Date 10/1/2020	Prof Narrative DJM Review of J. Chou and T. Berkowitz revisions to replies on motions to compel, revisions to drafts to incorporate same (1.1); e-mails regarding replies (0.2), sending of drafts to Akin (0.2), revisions to address Akin comments (0.5).	Task Code B120	Units 2.00
10/1/2020	JPC Further revisions to reply to PNC re: Motion to Compel (2.0); further revising reply brief to Jefferies opposition (2.1).	B120	4.10
10/1/2020	TAB Review and revise Committee response to Opposition to PNC and Jefferies.	B120	1.20
10/1/2020	ADC Draft/revise motion to compel reply brief incorporating edits from MHH team and Akin.	B120	4.10
10/2/2020	JPC Review and make final comments/edits to Reply to Jefferies opposition to Motion to Compel for filing (0.6); review comments to draft reply briefs (0.2); review and make final comments to reply to PNC brief for filing (0.8).	B120	1.60
10/2/2020	ADC Draft/revise reply briefs and assist in their filing.	B120	1.20
10/2/2020	CH Pacer- Efiled Reply Briefs to Compel and in opposition to Doc. Nos. 8461 & 8462 (0.3); Discuss said with ADC (0.2); Download and efiled Filing Confirmation Receipts (0.3).	B110	0.80
10/2/2020	JPC Prepare email to M-III Partners re: fees information and timing.	B160	0.20
10/5/2020	DJM Plan and prepare for oral argument on motions to compel (1.4); call with J. Chou regarding same (0.1).	B120	1.50
10/5/2020	SMT Review and edits to estimated damages chart.	B120	0.60
10/5/2020	VJ Emails with JPC, TAB and DJM (0.2); register attorneys for court hearing (0.4).	B110	0.60
10/5/2020	SMT Emailed Melodie Young at Akin Gump attaching updated estimated damages chart.	B120	0.10
10/5/2020	TAB Confer with J Chou re court hearing on Motion to Compel.	B120	0.30
10/5/2020	JPC Review and analyze motion papers in prep for hearing.	B120	2.40
10/6/2020	JPC Prepare for hearing (0.8); attend hearing (1.6); debrief w/ D. Marlow re: service issues raised by the Court during hearing and drafting orders (0.2); review and revise draft orders and cover emails to the Court (1.2); related research re: HSBC and PNC corporate structure/entities in connection with same (0.5); email to D. Marlow re: same (0.2).	B120	4.50

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10/6/2020	DJM Preparation for hearing on motion to compel compliance with subpoenas (0.9); participation in hearing on motion to compel (1.8); call with J. Chou regarding hearing (0.2); drafting of orders granting motion to compel with respect to BMO Nesbitt, HSBC, Jefferies, and PNC (1.0); legal and factual research in connection with same (0.5); e-mails with counsel to PNC (0.3), call with counsel for Morgan Stanley (0.1); review of Morgan Stanley supplemental production and e-mail to S. Thomas regarding same (0.3).	B120	5.10
10/6/2020	ADC Communicate (in firm) with D. Marlow to provide her with documents to assist with motion to compel oral argument.	B120	0.30
10/7/2020	DJM E-mailing of proposed orders to Jefferies, PNC, HSBC, and BMO Nesbitt to Judge Drain (0.6); e-mailing of entered orders to counsel for Jefferies, PNC and BMO Nesbitt (0.5); review of Judge Drain response regarding HSBC and review of research from A. Corey in connection with same (0.5); call with counsel to BMO Nesbitt and follow up e-mails and provision of supplemental subpoena to same (0.5); coordination with S. Thomas regarding Morgan Stanley production (0.2).	B120	2.30
10/7/2020	SMT Analysis of public shareholder data.	B120	0.80
10/7/2020	ADC Researched service case law on affiliate corporations (2.5); drafted memo summarizing case law (1.0).	B120	3.50
10/7/2020	JPC Review and consider email from Judge Drain re: service of motion to compel HSBC (0.1); confer w/ D. Marlow re: same (0.1); confer w/ A. Corey re: additional research (0.1); review issued orders (0.2); further confer w/ A. Corey re: research findings (0.3); review and analyze HSBC Corporate structure from A. Corey (0.2); review email memo re: research findings from A. Corey (0.2); review email memo re: follow-up research findings (0.1); review and analyze case law re: service of foreign bank through U.S. corporate affiliate (1.0).	B120	2.30
10/7/2020	SMT Prepared production files, subpoena and affidavit of service of an entity relating to threshold shares (0.2); upload results to Akin share site (0.1).	B120	0.30
10/8/2020	DJM Draft/revise and sending of supplemental e-mail to Judge Drain regarding HSBC subpoena (1.2); review of cases in connection with same (0.8.); review of PNC production (0.2); e-mailing with S. Thomas regarding same (0.1).	B120	2.30
10/8/2020	JPC Further review case law re: service on affiliates (0.3); review email to the Court re: appropriate service on HSBC (UK) (0.1).	B120	0.40
10/8/2020	DJM Attend weekly team meeting.	B110	0.20
10/8/2020	JPC Team meeting re: status.	B110	0.20
10/8/2020	VJ Attend Webex team meeting.	B110	0.30
10/8/2020	VJ Register JPC and TAB for Fee Application Hearing on Court Solutions.	B110	0.20
10/9/2020	SMT Discussion with N. Calabria regarding review and analysis of Morgan Stanley production.	B120	0.40
10/9/2020	NGC Review and analysis of public shareholder data for aggregation.	B120	0.20
10/9/2020	DJM Review of supplemental production by Jefferies (0.1); e-mails with S. Thomas regarding same (0.1), review and response to queries from ASK (0.4).	B120	0.60

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10/9/2020	SMT Process PNC and Jefferies production documents.	B120	0.40
10/9/2020	JPC Review and make necessary revisions to September billing descriptions, time allocations and task code designations for monthly fee statement.	B160	3.20
10/9/2020	SMT Reviewed production document concerning preliminary address infomation on the shareholders for complete corporate searches to be conducted (0.6); analysis of public shareholder data (2.6).	B120	3.20
10/9/2020	NGC Review and analysis of Morgan Stanley shareholder data.	B120	0.10
10/9/2020	STB Converting sheets into usable format (0.9); calls re same (0.1).	B120	1.00
10/11/2020	JPC Further review of itemized time for monthly fee statement and reconcile with monthly accrual data.	B160	1.10
10/12/2020	SMT Review and edits to estimated damages chart.	B120	1.80
10/12/2020	DJM Respond to multiple queries from ASK (0.3), coordination with S. Thomas in connection with same (0.3); review of BMO Nesbitt production (0.2); coordination with S. Thomas regarding analysis of same (0.1); review of updated shareholder chart from S. Thomas (0.2); and response to queries from same (0.1).	B120	1.20
10/12/2020	NGC Review and analysis of public shareholder data from Morgan Stanley .	B120	0.80
10/12/2020	SMT Analysis of public shareholder data.	B120	4.30
10/12/2020	SMT Emailed D. Marlow attaching documents concerning questions and status of production analysis.	B120	0.20
10/12/2020	NGC Communicate with SMT regarding public shareholder data of Morgan Stanley to explain breakdown and analysis of data.	B120	0.40
10/12/2020	SMT Telephone call and email with ASK attorney Kara Casteel concerning shareholder data (0.4); draft email to same attaching documents relating to same (0.4); response email to Melodie Young at Akin Gump attaching updated estimated damages chart (0.1).	B120	0.90
10/12/2020	JPC Review and edit latest draft of itemized time report for monthly fee statement (2.0); review proposed order (0.2).	B160	2.20
10/13/2020	JPC Emails w/ D. Marlow re: motion to compel HSBC (0.4); and send email to D. Chapman re: update on communications with the Court re: motion to compel BMO Nesbit and HSBC (0.2).	B120	0.60
10/13/2020	VJ Review Proposed Order and Fee Application and confirm numbers and email attorneys.	B110	0.40
10/13/2020	SMT Emails with Kara Casteel regarding shareholder data.	B120	0.10
10/13/2020	SMT Reviewed Barclays Capital production regarding fund name extension.	B120	0.20
10/13/2020	VJ Review time records and start drafting Seventh Fee Statement.	B160	1.20
10/13/2020	DJM Multiple e-mails with Akin Gump and ASK regarding adversary proceeding and required information (0.6); e-mails with Morgan Stanley, PNC and Barclays requesting supplemental information (0.4); e-mails regarding motion to compel, status (0.2).	B120	1.20

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10/14/2020	VJ	Continue reviewing time records and drafting Seventh Fee Statement.	B160	1.60
10/14/2020	JPC	Email correspondence w/ T. Berkowitz re: hearing on interim fee app. hearing (0.2); reviewing comp order in prep for hearing (0.3); confer w/ A. Corey re: talking points (0.2); review draft talking points (0.2); prep for hearing (0.7).	B160	1.60
10/14/2020	ADC	Draft/revise talking points for fee application.	B160	0.60
10/14/2020	DJM	Multiple e-mails regarding adversary complaint, questions (0.8); follow up queries to subpoenaed parties (0.4).	B120	1.20
10/14/2020	TAB	Review fee order (0.5); Review Application (0.7); Confer with J Chou re conduct of hearing (0.2); Review talking points (0.4).	B120	1.80
10/14/2020	SMT	Reviewed U.S. Bank, N.A. production regarding confirmation of select shares.	B120	0.40
10/14/2020	JPC	Analysis of data for M-III Partners.	B160	1.00
10/14/2020	SMT	Emailed team results of reconfirmation of shares concerning U.S. Bank, N.A	B120	0.10
10/15/2020	VJ	Review, revise and finalize Seventh Fee Statement and forward to JPC and TAD for review.	B160	1.60
10/15/2020	JPC	T/c w/ T. Berkowitz re: interim fee hearing (0.2); attend omnibus hearing (0.4); further confer w/ T. Berkowitz re: fee hearing (0.1); review 7th monthly fee statement for filing (0.4).	B160	1.10
10/15/2020	SMT	Response emails to Melodie Young and Kara Casteel regarding BNYM production.	B120	0.30
10/15/2020	DJM	1 Attend weekly team meeting re: status.	B110	0.20
10/15/2020	TAB	Prepare for and participate on Court Hearing.	B120	1.30
10/15/2020	TAB	Prepare for and participate on weekly team call.	B110	0.20
10/15/2020	ADC	Conference call with Sears team to discuss case developments.	B110	0.20
10/15/2020	ADC	Review and revise monthly fee application.	B160	0.50
10/15/2020	DJM	Review of draft adversary complaint.	B120	0.80
10/15/2020	VJ	Weekly team meeting re: status of projects.	B110	0.30
10/15/2020	JPC	Weekly team meeting re: wind-down of conflicts counsel role, residual work and fee statement.	B110	0.20
10/16/2020	VJ	E-file Seventh Fee Statement and email to all noticed parties.	B160	0.60
10/16/2020	SMT	Process BMO production documents.	B120	0.40
10/21/2020	DJM	I Follow up e-mails with subpoena respondents.	B120	0.20
10/21/2020	JPC	Analysis of data for M-III Partners.	B160	0.30
10/29/2020	JPC	Attention to billing data.	B160	0.10 85.70

EXHIBIT D

Disbursement Summary

Disbursement Activity	Amount
Copies – In House	\$ 27.40
Postage	\$ 20.41
Telephonic Court Appearance	\$ 70.00
Total:	\$117.81

EXHIBIT E Itemized Disbursements

DATE	DESCRIPTION	VALUE
10/5/20	Copies – In House	\$ 12.40
10/12/20	Federal Express delivered 10/8/20 General Counsel BMO Nesbit	\$ 20.41
	Burns Corp/., NY, NY; Inv #7-147-27326	
10/13/20	Copies	\$6.40
10/14/20	Copies	\$6.40
10/16/20	Copies	\$2.20
10/31/20	Court Solutions court appearance DJM 10/6/20	\$7 0.00
	TOTAL	\$117.81